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Florida Department of State
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FOREIGN PROFIT/NONPROFIT CORPORATION

SOPI Acquisition Co., Inc.

Certificate of Status	0
Certified Copy	0
Page Count	056
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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2006 AUG 16 2006

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. SOPI AcquisitionCo., Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")
- (If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)
2. Delaware 3. 57-1239145
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. June 26, 2006 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. N/A
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)
7. 630 Fifth Avenue, 30th Floor, New York, New York 10111
(Principal office address)
630 Fifth Avenue, 30th Floor, New York, New York 10111
(Current mailing address)
8. industrial services operating company
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)
Name: CT Corporation System
Office Address: 1200 South Pine Island Road
Plantation, Florida 33324
(City) (Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

CT Corporation System

By: [Signature]

(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

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A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Lance L. Hirt

Address: 630 Fifth Avenue, 30th Floor, New York, New York 10111

Director: Andrew S. Weinberg

Address: 630 Fifth Avenue, 30th Floor, New York, New York 10111

B. OFFICERS

President: Lance L. Hirt

Address: 630 Fifth Avenue, 30th Floor, New York, New York 10111

Vice President: Andrew S. Weinberg

Address: 630 Fifth Avenue, 30th Floor, New York, New York 10111

Secretary: Lance L. Hirt

Address: 630 Fifth Avenue, 30th Floor, New York, New York 10111

Treasurer: Andrew S. Weinberg

Address: 630 Fifth Avenue, 30th Floor, New York, New York 10111

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.13. 
(Signature of Director or Officer listed in number 12 of the application)14. Andrew S. Weinberg, Vice President, Treasurer & Assistant Secretary
(Typed or printed name and capacity of person signing application)FILED
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TALLAHASSEE, FLORIDA

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**ADDENDUM
TO
APPLICATION BY FOREIGN CORPORATION
FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

**for
SOPI Acquisition Co., Inc.**

Additional Officers:

**Assistant Secretary: Andrew S. Weinberg
Address: 630 Fifth Avenue, 30th Floor, New York, New York 10111**

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SOPI ACQUISITION CO., INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINTH DAY OF AUGUST, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



4181085 8300

060747732

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4963762

DATE: 08-09-06